

RECORDATION NO. 5914-C Filed & Recorded

DEC 29 1970 - 2 50 PM

INTERSTATE COMMERCE COMMISSION

EXECUTED COUNTERPART<sup>F(6)</sup>

NO. 7 OF 10

CONFIRMATORY ASSIGNMENT AND AGREEMENT,  
dated as of December 15, 1970, between PETEROCK  
CORPORATION, a New York corporation (hereinafter  
called the Corporation), and BANKERS TRUST COMPANY,  
London, England (the Bank).

WHEREAS, the Corporation and the Bank have previously entered into an Assignment and Agreement, dated as of December 15, 1970 (hereinafter called the Assignment and Agreement), wherein, among other things, the Corporation assigned, transferred, set over and confirmed unto the Bank, its successors and assigns, subject, however, to the rights and remedies of Irving Trust Company (hereinafter called the Trustee) under the Equipment Trust Agreement (as hereinafter defined) and the Collateral Assignment of Lease and Agreement (as hereinafter defined), all the right, title and interest of the Corporation in and to, and all the rights, powers, privileges and remedies of the Corporation under, one or more Purchase Agreements (hereinafter called the Purchase Agreements), a certain Equipment Trust Agreement (hereinafter called the Equipment Trust Agreement) and a certain Collateral Assignment of Lease and Agreement (hereinafter called the Collateral Assignment), all to be dated as of December 15, 1970;

WHEREAS, pursuant to paragraph 5 of the Assignment and Agreement, the Corporation agreed to execute this Confirmatory Assignment and Agreement upon the execution and delivery of the Purchase Agreements, the Equipment Trust Agreement and the Collateral Assignment; and

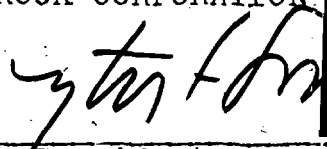
WHEREAS, the Assignment and Agreement was recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on December 29, 1970 and assigned Recordation No. 5914-B;

NOW, THEREFORE, THIS CONFIRMATORY ASSIGNMENT AND AGREEMENT WITNESSETH: That, the Corporation does hereby confirm that (i) the Purchase Agreements, the Equipment Trust Agreement and the Collateral Assignment have all been duly executed and delivered by the respective parties thereto and (ii) pursuant to the Assignment and Agreement, the Corporation has assigned, transferred, set over and confirmed unto the Bank, its successors and assigns, subject, however, to the rights and remedies of the Trustee under the Equipment Trust Agreement and the Collateral Assignment, all the right, title and interest of the Corporation in and to, and all the rights, powers, privileges and remedies of the Corporation under, the Purchase Agreements, the Equipment Trust Agreement and the Collateral Assignment.

IN WITNESS WHEREOF, the parties hereto have executed this Confirmatory Assignment and Agreement as of the date first above written.

PETEROCK CORPORATION


By

  
President



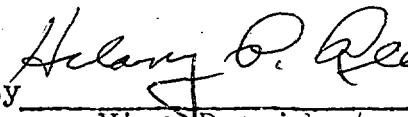
(Corporate Seal)

ATTEST:

  
Secretary

BANKERS TRUST COMPANY

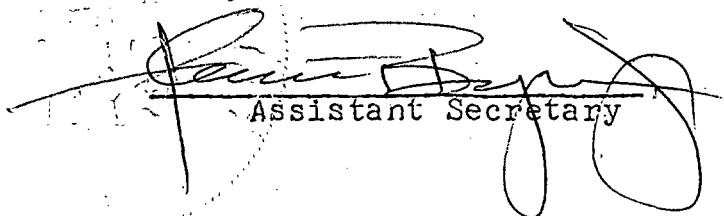
By

  
Vice President




(Corporate Seal)

ATTEST:

  
Assistant Secretary

STATE OF NEW YORK     )  
                              :     ss.:  
COUNTY OF NEW YORK    )

On this 28<sup>th</sup> day of December, 1970, before me personally appeared LAYTON F. SMITH, to me personally known, who, being by me duly sworn, says that he is the President of PETEROCK CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation


  
Notary Public

ARNOLD O'LENA  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 41-2953645  
Qualified in Queens County  
Commission Expires March 30, 1971

(Notarial Seal)

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

On this 28 day of December, 1970, before me personally appeared HILARY P. REDDY, to me personally known, who, being by me duly sworn, says that he is a Vice President of Bankers Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

**RALPH RUGOFF**  
Notary Public, State of New York  
No. 41-8702600 Queens County  
Certificate filed in New York County  
Term Expires March 30, 1972